



Order Filed on January 17, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

MELLINGER KARTZMAN LLC

101 Gibraltar Drive, Suite 2F
Morris Plains, New Jersey 07950

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sjayson@msklaw.net

Attorneys for Trustee, Steven P. Kartzman

In re:

NICHOLAS PEZZA,

Debtor.

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

Case No. 16-33371-RG

Chapter 7

The Hon. Rosemary Gambardella

**ORDER (I) AUTHORIZING THE PRIVATE SALE OF PROPERTY OF THE ESTATE
FREE AND CLEAR OF LIENS, CLAIMS AND INTERESTS PURSUANT TO 11 U.S.C.
§363; (II) AUTHORIZING DISTRIBUTION OF SALE PROCEEDS; (III) WAIVING 14
DAY STAY OF ORDER; AND (IV) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered two (2) through three (3), is hereby
ORDERED.

DATED: January 17, 2023

A handwritten signature in cursive script that reads "Rosemary Gambardella".
Honorable Rosemary Gambardella
United States Bankruptcy Judge

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Debtor: Nicholas Pezza

Case No.: 16-33371 (RG)

Caption: Order (i) Authorizing the Private Sale of Property of the Estate Free and Clear of Liens, Claims and Interests Pursuant to 11 U.S.C. §363; (ii) Authorizing Distribution of Sale Proceeds; (iii) Waiving 14 Day Stay of Order; and (iv) Granting Related Relief

This matter having been brought before the Court by Motion of Mellinger Kartzman LLC counsel to the court-appointed Chapter 7 Trustee, Steven P. Kartzman (the “Trustee” or “Kartzman”), for entry of an Order (i) Authorizing the Private Sale of Property of the Estate Free and Clear of Liens, Claims and Interests Pursuant to 11 U.S.C. §363; (ii) Authorizing Distribution of Sale Proceeds; (iii) Waiving 14 Day Stay of Order; and (iv) Granting Related Relief (the “Motion”); and it appearing that notice of the motion has been duly served; and the Court having considered opposition to the Motion and the arguments of counsel, if any, and good cause having been shown, it is hereby:

ORDERED AS FOLLOWS:

1. The Trustee be, and is hereby, authorized and directed to sell the Estate’s 25% interest in New Street Pizzeria, LLC and 25% interest in 63 New Street, LLC to Martin Miller and Joshua Miller (the “Purchasers”), for the sum of \$120,000 pursuant to the terms of the Stipulation for Private Sale of Debtor’s Interest in New Street Pizzeria, LLC and 63 New Street, LLC to Martin Miller and Joshua Miller, annexed hereto as **Exhibit “A”**, free and clear of all liens, claims, interests, and encumbrances pursuant to 11 U.S.C. § 363, with any valid liens, claims, encumbrances, or interests not avoided herein, to attach to the proceeds of sale in the same order of their priority pursuant to 11 U.S.C. § 363(b) and (f).

2. The Purchasers are deemed to be good faith purchasers for value within the meaning of 11 U.S.C. § 363(m)

3. The Trustee shall be and hereby is authorized and directed to convey title to the Purchasers, or any entity that the Purchasers form to take title in their stead (hereinafter referred

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Debtor: Nicholas Pezza

Case No.: 16-33371 (RG)

Caption: Order (i) Authorizing the Private Sale of Property of the Estate Free and Clear of Liens, Claims and Interests Pursuant to 11 U.S.C. §363; (ii) Authorizing Distribution of Sale Proceeds; (iii) Waiving 14 Day Stay of Order; and (iv) Granting Related Relief

to collectively as the “Purchaser”), and to take all actions as may reasonably be required that are consistent with this Order for the purpose of effectuating the proposed sale.

4. The stay of any sale pursuant to the terms of this Order as set forth in FED R. BANKR. P. 6004(h) is hereby waived, and the Trustee and Purchaser may consummate the sale approved herein immediately upon entry of this Order.

5. The Court shall retain jurisdiction to enforce the terms of the within Order, including fixing the amounts due to secured, unsecured, and administrative claimants, failing a consensual resolution with the Trustee.

6. The Debtor shall not be granted an exemption claim against the proceeds of the sale of the LLC interests, nor as to the funds previously recovered by the Trustee.

7. The proceeds of the sale shall be distributed in the order of priority provided by the Bankruptcy Code.

8. A copy of this Order shall be served on all parties who are affected by this action within seven (7) days of the date hereof.

EXHIBIT “A”

MELLINGER KARTZMAN LLC

101 Gibraltar Drive, Suite 2F

Morris Plains, New Jersey 07950

Steven A. Jayson, Esq.

Tel. (973) 267-0220

sjayson@msklaw.net

Attorneys for Trustee, Steven P. Kartzman

In re:

NICHOLAS PEZZA,

Debtor.

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

Case No. 16-33371-RG

Chapter 7

The Hon. Rosemary Gambardella

**STIPULATION FOR PRIVATE SALE OF DEBTOR'S INTEREST IN NEW STREET
PIZZERIA, LLC AND NEW STREET, LLC TO MARTIN MILLER AND JOSHUA
MILLER**

IT IS HEREBY STIPULATED AS FOLLOWS:

A. On December 8, 2016, the Debtor, Nicholas Pezza ("Pezza" or the "Debtor"), filed a voluntary petition for relief under chapter 13 of title 7 of the United States Code ("Bankruptcy Code") in the United States Bankruptcy Court for the District of New Jersey.

B. On April 16, 2017, the Debtor filed a Motion to Convert Case to Chapter 11. [Dkt. No. 29]. On May 10, 2017, the Court entered an Order Converting the Case to Chapter 11 under the Bankruptcy Code. [Dkt. No. 32].

C. On August 31, 2018, the U.S. Trustee filed a Motion to Dismiss Case for Failure to File Monthly Operating Reports, or in the Alternative to Convert Case from Chapter 11 to Chapter 7. [Dkt. No. 117]. The Court entered the Order Converting the Case to Chapter 7 on November 30, 2018. [Dkt. No. 124].

D. On November 30, 2018, Kartzman was appointed Chapter 7 Trustee for the Debtor's Estate (the "Estate"), with the duties described in 11 U.S.C. §704.

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Debtor: Nicholas Pezza

Case No.: 16-33371-RG

Caption: Stipulation For Private Sale of Debtor's Interest in New Street Pizzeria, LLC and New Street, LLC to Martin Miller and Joshua Miller

E. During the course of the Trustee's investigation into the financial affairs of the Debtor, it was discovered that the Debtor owned a 25% interest in New Street Pizzeria, LLC and a 25% interest in New Street, LLC. The remaining interests in New Street Pizzeria, LLC and New Street, LLC were owned by Martin Miller ("M. Miller") and Joshua Miller ("J. Miller"; together with M. Miller the "Millers").

F. The Millers hereby agree to purchase the Estate's interest in New Street Pizzeria, LLC and New Street, LLC for the sum of \$120,000.00 (the "Full Payment").

G. The Millers shall remit \$60,000.00 to the Estate within fifteen (15) days of entry of a Court Order authorizing the sale to the Millers (the "Initial Payment"), and \$60,000.00 within six (6) months of the Initial Payment date (the "Final Payment").

H. Should the Millers fail to remit the Initial Payment or the Final Payment, the Millers shall be in default. In the event of a default, the Millers shall pay the Estate 1.5 times the Full Payment, less all payments received by the Estate.

I. To the extent that the Millers fail to make the required Full Payment, the Trustee shall file a certification of default with the Court on notice to the Millers. Should the Millers fail to cure the default within ten (10) days of the filing of a certification of default, the Court shall:

a. Enter a judgment against the Millers in an amount 1.5 times the Full Payment amount, less payments made to the Trustee (the "Judgment").

J. Once Full Payment is received, a Bill of Sale, a copy of which is attached hereto as Schedule "A", will be provided by the Estate to the Millers.

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Debtor: Nicholas Pezza

Case No.: 16-33371-RG

Caption: Stipulation For Private Sale of Debtor's Interest in New Street Pizzeria, LLC and New Street, LLC to Martin Miller and Joshua Miller

K. The terms of this Stipulation are subject to the Court's approval and the issuance of a Notice of Private Sale (the "Notice") and the following:

- a. If no objection to the Notice is filed, the issuance and docketing of a Certification of No Objection by the Clerk of the Bankruptcy Court; or
- b. If any objection to the Notice is filed, the overruling of any such objection by this Court.

In the event that an objection to the sale is filed and sustained, the parties shall be restored to their pre-settlement positions.

L. The parties, and anyone who succeeds to their rights and responsibilities hereunder, including their successors and/or assigns, are bound by this Stipulation. This Stipulation is made for the benefit of the parties and all who succeed to their rights and responsibilities.

M. The Bankruptcy Court shall retain exclusive jurisdiction to adjudicate all matters arising under or in connection with this Stipulation.

**SIGNATURE PAGES TO FOLLOW
REMAINDER OF PAGE INTENTIONALLY LEFT BLANK**

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Debtor: Nicholas Pezza

Case No.: 16-33371-RG

Caption: Stipulation For Private Sale of Debtor's Interest in New Street Pizzeria, LLC and New Street, LLC to Martin Miller and Joshua Miller

IN WITNESS WHEREOF, the parties have executed this Stipulation on the date first above written:

WITNESS:



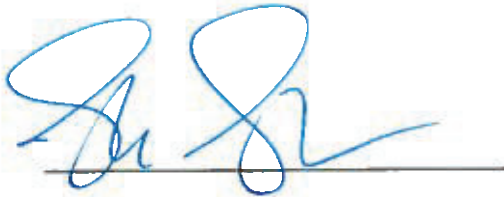
MELLINGER KARTZMAN LLC

Attorneys for Steven P. Kartzman

Chapter 7 Trustee

By: 
STEVEN A. JAYSON, ESQ.

Dated: October 19, 2022



LAW OFFICES OF KEVIN CRAWFORD ORR

Attorney for Martin Miller and Joshua Miller

By: 
KEVIN C. ORR, ESQ.

Dated: October __, 2022



By: 
MARTIN MILLER

Dated: October __, 2022



By: 
JOSHUA MILLER

Dated: October __, 2022

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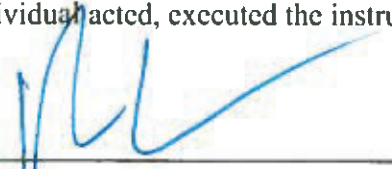
Debtor: Nicholas Pezza

Case No.: 16-33371-RG

Caption: Stipulation For Private Sale of Debtor's Interest in New Street Pizzeria, LLC and New Street, LLC to Martin Miller and Joshua Miller

STATE OF NEW JERSEY)
) ss:
COUNTY OF ESSEX)

On the 16th day of October, 2022, before me, the undersigned, personally appeared **Martin Miller**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Kevin C. Orr, Esq.
Attorney at Law, State of New Jersey
NJ Atty. No. 019891991

STATE OF NEW JERSEY)
) ss:
COUNTY OF ESSEX)

On the 16th day of October, 2022, before me, the undersigned, personally appeared **Joshua Miller**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Kevin C. Orr, Esq.
Attorney at Law, State of New Jersey
NJ Atty. No. 019891991

Schedule A

BILL OF SALE-MEMBERSHIP INTERESTS

This **BILL OF SALE** is made on October ___, 2022

STEVEN P. KARTZMAN, Chapter 7 Trustee for the bankruptcy estate of **NICHOLAS PEZZA** (the "Estate"), now pending in the United States Bankruptcy Court for the District of New Jersey, Chapter 7 Case No. 16-33371 (RG), c/o Mellinger Kartzman LLC, 101 Gibraltar Drive, Suite 2F, Morris Plains, New Jersey 07950, herein referred to as the Seller,

for and in consideration of the sum of **\$120,000.00** paid to it by

MARTIN MILLER ("M. Miller"), an individual residing at 331 Locust Street, Teaneck, New Jersey 07666, **AND JOSHUA MILLER** ("J. Miller"), an individual residing at 80 Union Street, Apt. A7, New Jersey 07105, M. Miller and J. Miller are collectively referred to as the Buyers,

pursuant to a Stipulation for Private Sale of Debtor's Interest in New Street Pizzeria, LLC and New Street, LLC to Martin Miller and Joshua Miller, and an Order Authorizing Sale entered by the Bankruptcy Court which is attached hereto.

hereby sells, transfers, sets over, and assigns unto Buyers the following described property:

The Estate's 25% interest in New Street Pizzeria, LLC and the Estate's 25% interest in New Street, LLC.

TO HAVE AND TO HOLD, the same unto the Buyers forever.

All the terms, covenants and conditions herein contained shall be for and shall inure to the benefit of and shall bind the respective parties hereto. and their legal representatives, successors and assigns, respectively.

In all references herein to any parties, persons, entities or corporations the use of any particular gender or the plural or singular number is intended to include the appropriate gender or number as the text of the within instrument may require.

IN WITNESS WHEREOF, the Seller has hereunto set Seller's hand and seal the day and year first above written.

Witnessed or Attested By:

STEVEN P. KARTZMAN, as Chapter 7
Trustee for Nicholas Pezza

STEVEN A. JAYSON

STEVEN P. KARTZMAN, Trustee
101 Gibraltar Drive
Morris Plains, New Jersey 07950

STATE OF NEW JERSEY)
) SS:
COUNTY OF MORRIS)

I CERTIFY that on October ____, 2022, **STEVEN P. KARTZMAN, Trustee**, personally came before me and acknowledged under oath, to my satisfaction, that this person (or if more than one, each person):

- (a) is named in and personally signed this Bill of Sale;
- (b) signed, sealed and delivered this Bill of Sale as his or her act and deed; and
- (c) made this Bill of Sale for \$120,000.00 as the full and actual consideration paid or to be paid for the transfer of title. (Such consideration is defined in N.J.S.A. 46:15-5.)

Patricia Masiello
A Notary Public of New Jersey